

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGWAY FARM & HOME SUPPLY, LLC,¹

Debtor.

Chapter 11

Case No. 22-10602 (JKS)

Obj. Deadline: September 19, 2022 at 4:00 p.m. (ET)

**SUMMARY OF SECOND MONTHLY FEE APPLICATION OF SHULMAN BASTIAN
FRIEDMAN & BUI LLP, BANKRUPTCY COUNSEL TO THE DEBTOR, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD FROM AUGUST 1, 2022 THROUGH AUGUST 31, 2022**

Name of Applicant:

Shulman Bastian Friedman & Bui LLP

Authorized to Provide
Professional Services to:

Debtor and Debtor in Possession

Date of Retention:

July 5, 2022 (effective July 5, 2022)

Period for which compensation
and reimbursement is sought:

August 1, 2022 through August 31, 2022

Amount of Compensation sought as
actual, reasonable and necessary
legal services rendered:

\$55,401.00

Amount of Expense Reimbursement
sought as actual, reasonable and
necessary:

\$19.50

This is a(n): X monthly interim final application

¹ The last four digits of the Debtor's federal tax identification number are 1247. The Debtor's address is 6606 W. Broad Street, Richmond, VA 23230.

PRIOR APPLICATIONS FILED

Dated Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
08/08/2022	7/5/2022 – 7/31/2022	\$89,666.00	\$41.05	\$71,732.80 (80%)	\$41.05 (100%)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGWAY FARM & HOME SUPPLY, LLC,¹

Debtor.

Chapter 11

Case No. 22-10602 (JKS)

Obj. Deadline: September 19, 2022 at 4:00 p.m. (ET)

**SECOND MONTHLY FEE APPLICATION OF SHULMAN BASTIAN FRIEDMAN &
BUI LLP, BANKRUPTCY COUNSEL TO THE DEBTOR, FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM AUGUST 1, 2022 THROUGH AUGUST 31, 2022**

Shulman Bastian Friedman & Bui LLP (“SBFB”), general bankruptcy counsel to Agway Farm & Home Supply, LLC, the debtor and debtor in possession (the “Debtor”), hereby submits its monthly fee application (the “Application”) for entry of an order pursuant to section 331 of title 11 of the United States Code, 11 U.S.C. §§101 et seq., as amended (the “Bankruptcy Code”) granting interim compensation in the amount of \$55,401.00 and reimbursement of expenses in the amount \$19.50 for the period from August 1, 2022 through August 31, 2022 (the “Compensation Period”), and in support thereof, SBFB respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A) and (B).
2. Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§1408 and 1409.

¹ The last four digits of the Debtor’s federal tax identification number are 1247. The Debtor’s address is 6606 W. Broad Street, Richmond, VA 23230.

3. The statutory predicate for the relief sought herein is section 331 of the Bankruptcy Code.

BACKGROUND

4. On July 5, 2022 (the “Petition Date”), the Debtor filed a voluntary petition with the United States Bankruptcy Court for the District of Delaware (the “Court”) for relief under chapter 11 of the Bankruptcy Code. The Debtor is operating its business and managing its properties as debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On July 18, 2022, an official committee of unsecured creditors (the “Committee”) was appointed in this case. No trustee or examiner has been appointed.

5. On July 13, 2022, the Debtor filed a Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Administrative Compensation Motion”) [D.I. 54]. The deadline for filing objections to the Administrative Compensation Motion was 4:00 p.m. (ET) on July 27, 2022. No objections to the Administrative Compensation Motion were filed and on August 2, 2022 the Debtor submitted its Certification of Counsel and proposed form of order approving the Administrative Compensation Motion [D.I. 103]. On August 3, this Court entered an Order granting the Administrative Compensation Motion [D.I. 114].

6. On July 13, 2022, the Debtor filed an application seeking the retention and employment of Shulman Bastian Friedman & Bui LLP as bankruptcy counsel for the Debtor nunc pro tunc to the Petition Date [D.I. 50]. On August 2022, this Court entered an Order [D.I. 112] approving the retention of SBF&B as bankruptcy counsel to the Debtor nunc pro tunc to the Petition Date.

7. Attached hereto as **Exhibit A** is a full and detailed statement describing the services rendered by each professional and paraprofessional at SBFB during the Compensation Period.

8. To apprise this Court of the legal services provided during the Compensation Period, SBFB sets forth the following summary of legal services rendered. The summary is intended only to highlight the general categories of services performed by SBFB on behalf of the Debtor; it is not intended to set forth each and every item of professional services which SBFB performed.

- **Estate Analysis**

This category includes time expended by SBFB in connection with addressing potential collection actions, including preparation of collection letters, review and analysis of issues related to collection of accounts receivable and multiple conferences and correspondence related to same.

SBFB expended 15.90 hours of time for a charge of \$5,684.00 services rendered with respect to matters relating to estate analysis.

- **Asset Disposition**

This category includes time expended by SBFB in connection with the review and analysis of potential sale scenarios and the sale process. Such services included addressing issues and participating in numerous conferences relating to (1) strategy, (2) stalking horse offers for certain assets, (3) review and revising of the bidding procedures related to True Value Sale and the preparation of a motion to approve bidding procedures relating to same, (4) review and revising of the asset purchase agreement for Florida Hardware, and communications relating to same, (5) addressing pending sale issues with the Committee and various parties, (6) review,

analysis and revisions of the bid procedures motion, and (7) review and revising of sale documents and participating in numerous communications and multiple correspondence relating to same. SBFB expended 28.10 hours of time for a charge of \$16,516.50 for services rendered with respect to matters relating to asset disposition.

- **Business Operations**

This category includes time expended by SBFB in connection with addressing issues related to the Debtor's business operations, including issues relating to tax payments and employee related issues. Such included (1) preparing for and attending hearings on the second day motions, (2) review and preparation of final orders based on ruling on the second day motions, (3) addressing issues relating to payables and operations, including budgetary issues, (4) addressing issues relating to the KERP/KEIP motion, and (5) preparing for and numerous correspondence and communications with various parties, including committee counsel to address various business related issues and matters.

SBFB expended 8.90 hours of time for a charge of \$5,063.50 for services rendered with respect to matters relating to business operations.

- **Case Administration**

This category includes time expended by SBFB in connection with (1) the review and analysis of multiple second-day motions and addressing issues relating to the same, (2) review and analysis of documents and assisting with the preparation of the Debtor's schedules and statement of financial affairs, including numerous communications relating to same, and the preparation of a motion to extend time to file the schedules and statement of affairs, (3) multiple communications relating to case issues, strategy, reporting and administrative matters, and OUST compliance matters, including reviewing and addressing issues relating to monthly

operating reports, and (4) participating in numerous conference calls with the OUST addressing various case administrative matters. This category includes the analysis of various case administrative matters, calendaring of hearings and various related deadlines, updating and maintaining casefiles and reviewing ongoing committee diligence matters.

SBFB expended 30.00 hours of time for a charge of \$12,169.50 for services rendered with respect to matters relating to case administration.

- **Claims Administration & Objections**

This category includes analysis regarding potential claim issues, including review of various claims and responding to telephone calls from various parties relating to claims. Such included the review and analysis of the lien filed by Premier Horticulture and addressing issues and communications relating to same.

SBFB expended 6.00 hours of time for a charge of \$3,449.00 for services rendered with respect to matters relating to claims administration and objections.

- **Employee Benefits and Pension**

This category includes reviewing and analyzing issues relating to the KERP and KEIP plans, participating in numerous communications with parties addressing issues relating to the KERP and KEIP motion, including analysis of the OUST's and the Committee's inquiries and objections relating to same and addressing resolutions relating to the same.

SBFB expended 4.60 hours of time for a charge of \$2,512.00 for services rendered with respect to matters relating to employee benefits and pension.

- **Fee Application**

This category includes time expended by SBFB in connection with reviewing and revising invoices in preparation of monthly fee applications, addressing issues relating to monthly fee applications, and in commencing drafting of this monthly fee application of SBFB.

SBFB expended 5.10 hours of time for a charge of \$1,974.00 for services rendered with respect to matters relating to fee application.

- **Meeting of Creditors**

This category includes time expended by SBFB in connection with reviewing and addressing issues in preparation for the 341(a) meeting of creditors and in attending the 341(a) meeting of creditors.

SBFB expended 2.70 hours of time for a charge of \$1,390.00 for services rendered with respect to matters relating to meeting of creditors.

- **Employment**

This category includes time expended by SBFB in connection with the preparation of an employment application on behalf of special litigation counsel in connection with a wrongful death action and addressing various issues relating to same, including multiple communications with special counsel. Moreover, this category includes time spent in connection with reviewing and addressing issues relating to the employment of ABC as chief liquidating officer for the Debtor.

SBFB expended 11.40 hours of time for a charge of \$4,421.00 for services rendered with respect to matters relating to employment applications.

- **Plan and Disclosure Statement**

This category includes time expended by SBFB in connection with accessing potential plan structures.

SBFB expended .60 hours of time for a charge of \$417.00 for services rendered with respect to matters relating to plan and disclosure statement.

- **Litigation – Automatic Stay**

This category includes time expended by SBFB in connection with reviewing all pending lawsuits, research and review of various state court dockets and in the preparation of notices of stay relating to the Debtor's pending lawsuits.

SBFB expended 4.90 hours of time for a charge of \$1,403.00 for services rendered with respect to matters relating to litigation – automatic stay.

- **General Litigation**

This category includes time expended by SBFB in connection with the review and exchange of correspondence relating to demand to preserve ESI, review of subpoena for records, and addressing issues relating to settlement and need to employ special counsel relating to a wrongful death claim.

SBFB expended .70 hours of time for a charge of \$401.50 for services rendered with respect to matters relating to general litigation.

9. The total sum due to SBFB for professional services rendered on behalf of the Debtor during for the Compensation Period is \$55,401.00. SBFB submits that the professional services it rendered on behalf of the Debtor during this time were reasonable and necessary.

10. SBFB incurred \$19.50 of expenses during the Compensation Period. A chart detailing the specific disbursements are attached hereto as **Exhibit B**.

11. The undersigned hereby attests that he has reviewed the requirements of Local Rule 2016-1 and this Application conforms to such requirements, including that copying charges were only \$.10 per page.

WHEREFORE, SBFB hereby requests pursuant to the procedures allowed in the Administrative Compensation Order: (i) interim allowance of compensation for necessary and valuable professional services rendered to the Debtor in the amount of \$55,401.00 and reimbursement of expenses in the amount of \$19.50 for the period from August 1, 2022 through August 31, 2022; (ii) payment in the total amount of \$44,340.30 (representing 80% of the total fees (\$44,320.80) billed and 100% of the expenses \$19.50 incurred during the Application Period); and (iii) such other relief as this Court deems just and proper.

Dated: September 8, 2022

MORRIS JAMES LLP

/s/ Brya M. Keilson

Jeffrey R. Waxman (DE Bar No. 4152)

Brya M. Keilson (DE Bar No. 4643)

500 Delaware Avenue, Suite 1500

Wilmington, DE 19899

Telephone: (302) 888-6800

Facsimile: (302) 571-1750

E-mail: jwaxman@morrisjames.com

E-mail: bkeilson@morrisjames.com

-and-

**SHULMAN BASTIAN FRIEDMAN
& BUI LLP**

Alan J. Friedman, Esq. (admitted *pro hac vice*)

Melissa Davis Lowe, Esq. (admitted *pro hac vice*)

100 Spectrum Center Drive, Suite 600

Irvine, CA 92618

Telephone: (949) 340-3400

Facsimile: (949) 340-3000

E-mail: afriedman@shulmanbastian.com

E-mail: mlowe@shulmanbastian.com

Counsel for the Debtor and Debtor in Possession